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LAW OFFICES

ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)ROBERT W. ALVORD*
CHARLES T. KAPPLER
JOHN H. DOYLE
GEORGE JOHN KETO*
RICHARD N. BAGENSTOS
JAMES C. MARTIN, JR.*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN OHIO
*ALSO ADMITTED IN MARYLANDCOUNSEL
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INTERSTATE COMMERCE COMMISSION

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INTERSTATE COMMERCE COMMISSION

February 21, 1989

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two copies each of 1) a Supplement and Amendment No. 1 to Lease of Railroad Equipment dated as of December 29, 1988 (the "Lease Supplement") and 2) a Supplement and Amendment No. 1 to Security Agreement dated as of December 29, 1988 (the "Security Agreement Supplement"), both secondary documents as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The Lease Supplement relates to the Lease of Railroad Equipment dated as of December 11, 1987 between Maryland and Pennsylvania Railroad Company ("M&P"), Lessee, and The Connecticut Bank and Trust Company, National Association ("CBT"), Lessor; and the Security Agreement Supplement relates to the Security Agreement dated as of December 11, 1987 between CBT and M&P, which documents were duly filed and recorded on March 7, 1988 and assigned Recordation Numbers 15520-A and 15520-B, respectively.

The names and addresses of the parties to the enclosed document are:

Maryland and Pennsylvania Railroad Company
1 West Market Street
York, Pennsylvania 17401

The Connecticut Bank and Trust Company,
National Association
One Constitution Plaza
Hartford, Connecticut 06115

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NOTO OPERATING UNIT

C. T. Kappler

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
February 21, 1989
Page Two

Citicorp North America, Inc.
601 Midland Avenue
Rye, New York 10580

A description of the railroad equipment covered by the enclosed documents is set forth in Exhibit A attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary documents to appear in the Commission's Index is:

Supplement and Amendment No. 1 to Lease of Railroad Equipment, and Supplement and Amendment No. 1 to Security Agreement, each dated as of December 29, 1988 between the Maryland and Pennsylvania Railroad Company, The Connecticut Bank and Trust Company, National Association, and Citicorp North America, Inc., covering 13 boxcars.

Very truly yours,


Charles T. Kappler

Enclosures

EXHIBIT A

MPA-37830
MPA-37844
MPA-37848
MPA-37880
MPA-37893
MPA-37914
MPA-37921
MPA-37923
MPA-39967
MPA-39982
MPA-39990
MPA-39992
MPA-39993

13 Boxcars

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STATE COMMERCE COMMISSIONSUPPLEMENT AND AMENDMENT NO. 1 TO SECURITY AGREEMENT

SUPPLEMENT AND AMENDMENT entered into as of the 29th day of December, 1988, by and between THE CONNECTICUT BANK & TRUST COMPANY, NATIONAL ASSOCIATION, a national banking association, with an office at One Constitution Plaza, Hartford, Connecticut 06115, not in its individual capacity but solely as owner-trustee ("CBT") under two trust agreements dated December 18, 1979 and January 21, 1980 between CBT and Chase Manhattan Services Corporation, and the MARYLAND AND PENNSYLVANIA RAILROAD COMPANY, a Maryland and Pennsylvania corporation with an office at One West Market Street, York, Pennsylvania 17401 (the "M&P"), and CITICORP NORTH AMERICA, INC., a Delaware corporation with an office at 601 Midland Avenue, Rye, New York 10580 ("CNAI").

CBT and M&P are parties to a Security Agreement entered into as of December 11, 1987 (the "Security Agreement") which provides for, among other things, the grant by the M&P of certain rights and interests to CBT.

Pursuant to an Assignment and Assumption Agreement dated as of the date hereof, between CBT as Assignor and CNAI as Assignee (the "Assignment"), CBT transferred all of its right, title and interest in and to the Security Agreement to CNAI, and CNAI assumed the rights and interests of CBT under the Security Agreement.

CBT, CNAI and the M&P wish to supplement and the Security Agreement in the manner set forth below:

NOW, THEREFORE, the parties hereto agree:

(1) Amendment of Certain Definitions. The following terms used in the Security Agreement shall be amended in the following respects:

- (i) the term "Lessor" shall no longer include CBT;
- (ii) the term "Lessor" shall include CNAI;
- (iii) the term "Security Agreement" shall include the Security Agreement as assigned to and assumed by CNAI.

2. Miscellaneous. The parties confirm that the Security Agreement, as supplemented and amended hereby, continues in full force and effect. This Supplement and Amendment (i) may be executed in counterparts and (ii) shall be governed by and construed in accordance with the laws of the State of New York.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective representatives thereunto duly authorized, as of the date first above written.

WITNESS:

MARYLAND AND PENNSYLVANIA
RAILROAD COMPANY

Thomas M. Yatchew

By: [Signature]

Title: VICE PRESIDENT

WITNESS:

THE CONNECTICUT BANK & TRUST
COMPANY, NATIONAL ASSOCIATION,
as owner-trustee

Isabel L. Kasnavage

By: [Signature]

Title: AVP

WITNESS:

CITICORP NORTH AMERICA, INC.

Kurti Colburn

By: Michael A. Graves

Title: VP

STATE OF Pennsylvania
COUNTY OF York

:
:SS.:
:

On the 26th day of January 1989, before me personally appeared Richard E. Meyers to me personally known, who, being by me duly sworn, says that he/she is the Vice President of the Maryland and Pennsylvania Railroad Company, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Annmarie Wileczek
Notary Public

NOTARIAL SEAL
ANNMARIE WILECZEK, Notary Public
York, York County, Pennsylvania
My Commission Expires April 16, 1990

STATE OF CONNECTICUT
COUNTY OF HARTFORD

:
:SS.:
:

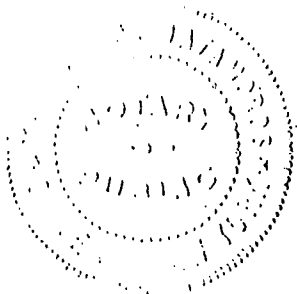
On the 25 day of January, 1989, before me personally appeared V. Kreuscher to me personally known, who, being by me duly sworn, says that he is the ASSISTANT VICE PRESIDENT of the Connecticut Bank & Trust Company, National Association, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Nancy C. Hoskins
Notary Public

NANCY C. HOSKINS
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1992

STATE OF New York :
COUNTY OF Westchester : ss. :
:

On the 23rd day of January, 1989, before me personally appeared MICHAEL A. GRAVES to me personally known, who, being by me duly sworn, says that he is the VICE PRESIDENT of Citicorp North America, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Thomas A. Matamoros
Notary Public

THOMAS A. MATAMOROS
Notary Public, State of New York
No. 31-4723482
Qualified in New York County
Cert. Filed in Westchester County
Commission Expires November 30, 1990